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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05–44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	

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JOINT STIPULATION AND AGREED ORDER
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 2226
(MARK PYC)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Mark Pyc ("Pyc") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 2226 (Mark Pyc) and agree and state as follows:

WHEREAS, on October 8, 2005 ("Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on March 21, 2006, Pyc filed proof of claim number 2226 (the "Proof of Claim") against Delphi. The Proof of Claim asserts an unsecured non-priority claim in an unliquidated amount arising from alleged personal injuries (the "Claim").

WHEREAS, on April 2, 2008, the Debtors and Pyc entered into a Joint Stipulation And Agreed Order Capping Proof Of Claim Number 2226 (Mark Pyc) (the "Initial Stipulation"), whereby (i) the Proof of Claim was (a) deemed objected to within the meaning of section 502 of the Bankruptcy Code and (b) capped such that in no event would the Claim be allowed in an amount exceeding $250,000.00, and (ii) the ultimate allowed amount of the Claim was to be determined through arbitration, which was entered by this Court on April 2, 2008 (Docket No. 13304).

WHEREAS, on December 3, 2008, to resolve the Claim, DAS LLC and Pyc entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed in the amount of $250,000.00 and shall be treated as a

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general unsecured non-priority claim against the estate of DAS LLC.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement

either because the Claim involves ordinary course controversies or pursuant to that certain

Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P.

9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And

Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June

26, 2007.

THEREFORE, the Debtors and Pyc stipulate and agree as follows:

1.   The Claim shall be allowed in the amount of $250,000.00 and shall be

treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

So Ordered in New York, New York, this <u>29th</u> day of January, 2009

<u>   /s/Robert D. Drain   </u>
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

<u>/s/ John K. Lyons</u>   <u>/s/ David W. Olson</u>
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